

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

COMPUTE NORTH HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90273 (MI)
)
) (Jointly Administered)
) **Re: Docket Nos. 91, 256 & 646**

**CERTIFICATION OF COUNSEL
REGARDING PROPOSED ORDER AUTHORIZING THE SALE OF
DE MINIMIS ASSETS OUTSIDE THE ORDINARY COURSE OF BUSINESS
FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES
(TECHFACTORY, LLC)**

Pursuant to paragraph 45 of the *Procedures for Complex Cases in the Southern District of Texas*, effective August 1, 2021, the undersigned hereby certifies as follows:

1. On October 24, 2022, the Court entered the *Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption, Assignment, and Rejection Procedures, and the Form and Manner of Notice thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Remaining Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* [Docket No. 256] (the "De Minimis Asset Sale Order").²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors' service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the De Minimis Asset Sale Order, and if not in the Sale Notice (as defined herein).

2. On December 14, 2022, pursuant to, and in accordance with, the De Minimis Asset Sale Order, the Debtors filed the *Notice of Entry of De Minimis Asset Sale Order and Proposed De Minimis Asset Sale (TechFactory, LLC)* (the “Sale Notice”).

3. The deadline for filing objections with respect to the Sale Notice (the “Sale Objection Deadline”) was December 18, 2022 at 4:00 p.m. (prevailing Central Time).

4. No formal objections with respect to the Sale Notice were filed prior to the Sale Objection Deadline.

5. Under the De Minimis Asset Sale Order, to the extent an order approving a De Minimis Asset Sale is sought, the Debtors shall be permitted to obtain such order through the filing of a certification of counsel.

6. Accordingly, the Debtors hereby file this Certification of Counsel, with a proposed order seeking approval of the De Minimis Asset Sale attached hereto as **Exhibit A** (the “Proposed Order”), and respectfully request that the Court enter the Proposed Order at the Court’s earliest convenience without further notice or a hearing.

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Dated: December 19, 2022
Houston, Texas

/s/ James T. Grogan III

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